English office translation
In case of discrepancies, the Norwegian version shall prevail

Til aksjeeierne i Inin Group AS:

**INNKALLING TIL ORDINÆR GENERALFORSAMLING
I
ININ GROUP AS**

Styret i Inin Group AS, org.nr. 911 631 474, («**Selskapet**») innkaller herved aksjeeierne til ordinær generalforsamling den

12. juni 2023 kl. 10.00

Generalforsamlingen avholdes i Selskapets lokaler i Henrik Ibsens gate 100, 0255 Oslo.

Følgende saker er til behandling:

1. Åpning av møtet og registrering av møtende aksjeeiere
2. Valg av møteleder og person til å medundertegne protokollen
3. Godkjennelse av innkalling og agenda
4. Godkjennelse av årsregnskap og årsberetning
5. Godtgjørelse til revisor
6. Valg av styre
7. Godtgjørelse til styrets medlemmer for 2023
8. Styrefullmakt til forhøyelse av aksjekapitalen i Selskapet
9. Styrefullmakt til erverv av Selskapets egne aksjer
10. Utstedelse av frittstående tegningsretter
11. Endring av Selskapets vedtekter

Styret foreslår at *§ 2 endres til å lyde som følger*:

«§ 2 – Formål

Selskapets formål er å eie og investere i verdipapirer, andre selskaper, fast eiendom, løsøre, mv. med hovedfokus på investeringer innen infrastruktur, industri og tilknyttede bransjer, samt annen virksomhet som står i forbindelse med dette.»

Styret foreslår at vedtektene § 4 endres til å lyde som følger:

«§ 4 – Styre

Selskapets styre skal bestå av 1-5 medlemmer etter generalforsamlingens nærmere beslutning.

Styrets leder velges ved særskilt avstemming i generalforsamlingen. Styrets leder velges for ett år av

To the shareholder in Inin Group AS:

**NOTICE OF ANNUAL GENERAL MEETING
IN
ININ GROUP AS**

The board of directors of Inin Group AS, reg.no. 911 631 474, ("**Company**") hereby summon the annual general meeting to be held

12 June 2023, at 10.00 (CEST)

The general meeting will be held at the Company's offices at Henrik Ibsens gate 100, 0255 Oslo.

The following items are on the agenda:

1. Opening of the meeting and registration of attending shareholders
2. Election of chairman of the meeting and person to co-sign the minutes
3. Approval of the notice and the proposed agenda
4. Approval of the annual accounts and annual report for 2022
5. Remuneration to the auditor
6. Election of members of the Board
7. Remuneration to the members of the Board for 2023
8. Authorisation to the Board to increase the share capital of the Company
9. Authorisation to the Board to acquire the Company's own shares
10. Issuance of warrants
11. Amendment to the Company's articles of association

The board proposes to amend article 2 as follows:

"Article 2 – Purpose

The purpose of the Company is to own and invest in securities, other companies, real estate, movables, etc., with a primary focus on investments in infrastructure, industry, and related industries, as well as other activities connected to this."

The Board proposes to amend Article 4 of the Articles of Association as follows:

"***Article 4 – Board of directors***

The Company's board shall consist of 1-5 members as determined by the general meeting. The chair of the board is elected by a separate vote at the general *gangen. Det skal ikke gjelde noen begrensning med hensyn til gjenvalg.»*

Styret foreslår å endre vedtektene § 5 til å lyde som følger:

«§ 5 - Signatur

Selskapets firma tegnes av daglig leder og styrets leder i fellesskap.»

Styret foreslår at § 6 andre til fjerde ledd endres til å lyde som følger:

«§ 6 – Generalforsamling

[…]

Dog kan utelukkende de saker avgjøres på generalforsamlingen som er uttrykkelig angitt i innkallingen, med mindre samtlige av selskapets aksjeeiere samtykker.

Aksjeeiere som vil delta på generalforsamling må gi selskapet melding om dette. Slik melding må være mottatt av selskapet senest to virkedager før generalforsamlingen avholdes, med mindre styret før innkallingen til generalforsamlingen er sendt fastsetter en senere frist for meldingen.

Aksjeeiere kan avgi sin stemme skriftlig, herunder ved bruk av elektronisk kommunikasjon, i en periode før generalforsamlingen. Styret kan fastsette nærmere retningslinjer for slik forhåndsstemming. Det skal fremgå av generalforsamlingsinnkallingen hvilke retningslinjer som er fastsatt.»

Styret foreslår at nåværende § 7 flyttes til § 6 siste avsnitt. Nåværende § 8 blir følgelig § 7. Alle § gis overskrifter.

Fullstendig oversikt over foreslåtte endringer finnes på Selskapets hjemmeside, General Meetings (inin.no).

* * *

Følgende dokumenter er tilgjengelige på selskapets nettside:

- Denne innkallingen og vedlagte påmeldings- og fullmaktsskjema
- Forslag til beslutninger på generalforsamlingen
- Forslag til vedtektsendringer (punkt 11)
- Årsregnskap og årsberetning for 2023 (punkt 4)

Registrering

Aksjeeiere som ønsker å delta på generalforsamlingen selv eller ved fullmektig bes om å fylle ut og returnere påmeldingsskjema vedlagt denne innkallingen som

meeting. The chair of the board is elected for one year at a time. There shall be no limitation on re-election."

The Board proposes to amend Article 5 of the Articles of Association as follows:

"§ 5 – Signature

The Company's signature is signed jointly by the CEO and the chair of the board."

The Board proposes to amend Article 6, paragraphs two to four, as follows:

"Article 6 – General Meeting

[…]

However, only the matters explicitly stated in the notice of the general meeting can be decided upon unless all shareholders of the company consent.

Shareholders who wish to attend the general meeting must notify the company of this. Such notification must be received by the company no later than two business days before the general meeting is held, unless the board, prior to sending the notice of the general meeting, establishes a later deadline for the notification.

Shareholders may cast their vote in writing, including through electronic communication, in a period prior to the general meeting. The board may establish further guidelines for such advance voting. The guidelines that have been established shall be stated in the notice of the general meeting."

The Board proposes that the current Article 7 be moved to the last paragraph of Article 6. Consequently, the current Article 8 becomes Article 7. All Articles are given headlines.

A complete overview of the proposed changes can be found on the company's webpage, General Meetings (inin.no).

* * *

The following documents are available at the Company's website:

- This notice and the attached registration and proxy form
- The board's proposed resolutions for the items listed on the agenda
- The board's proposal for amendments to the company's articles of association (item 11)
- The annual accounts and annual report for 2022 (item 11)

Registration

Shareholders who wish to attend the annual general meeting, in person or by proxy, are asked to complete and return the attendance or proxy form which is vedlegg 1. Skjema er også gjort tilgjengelig på Selskapets internettside, [General Meetings (inin.no)](). Påmeldingsskjema sendes via VPS Investortjenester, eller per e-post eller post til:

Epost: issuerservices.no@nordea.com

Post: Nordea Bank Abp, filial I Norge, Issuer Services, Postboks 1166 Sentrum, 0107 Oslo, Norge

Skjema må være mottatt av Noreda innen **fredag 9. juni klokken 15.00.**

Fullmakt

Aksjeeiere som ønsker å delta på generalforsamlingen ved fullmektig kan gi fullmakt til styrets leder eller andre til å stemme for sine aksjer ved å benytte vedlagte fullmaktsskjema. Hvis det gis fullmakt til styrets leder, bør vedlagte skjema med fullmakt med stemmeinstruks fylles ut. Dersom instruksen ikke fylles ut, anses dette som en instruks om å stemme "for" styrets forslag og (hvis aktuelt) styrets anbefaling knyttet til innkomne forslag.

Digital deltagelse

Selskapet vil tilrettelegge for at aksjeeiere som krever det kan ringe inn på generalforsamlingen via Teams og på den måten overvære møtet, samt få mulighet til å stille spørsmål til Selskapets representanter. Aksjeeiere som deltar digitalt, vil ikke ha adgang til å avgi stemme, og anbefales derfor å avgi sine stemmer gjennom fullmaktsskjema med stemmeinstruks.

Aksjeeiere som ønsker å ringe inn digitalt bes om å registrere seg via lenken nedenfor. Aksjeeieren vil deretter motta en møteinvitasjon per e-post.

Ring inn med en videokonferanseenhet:

https://bit.ly/IninGroupAGM2023

attached as Appendix 1, and posted on the Company's website, General Meetings (inin.no). The form can be submitted through VPS Investortjenester, or sent by email or mail to:

Email: issuerservices.no@nordea.com

By post: Nordea Bank Abp, filial I Norge, Issuer Services, Postboks 1166 Sentrum, 0107 Oslo, Norge.

The form must be received by Nordea within **Friday 9 June, at 15.00 CET**.

Proxy

Shareholders who wish to attend the general meeting by proxy may authorise the chairman of the Board or another person to vote for their shares by using the attached proxy form. If a proxy is given to the chair of the Board, the attached form with voting instructions should be completed. If such form is not completed, this will be deemed as an instruction to vote "in favour" of the Board's proposals and (if applicable) the Board's proposals in relation to any proposal received.

The Company will arrange for shareholders to be able to call in to the general meeting via Teams. Shareholder who chose to join via Teams will be able to participate in the meeting and have the possibility to raise questions to the Company's representatives but will not be able to vote. Shareholders who join digitally are recommended to submit their votes by using the proxy with voting instruction in advance.

Shareholders who wish to participate digitally are requested to register through the below link to receive a meeting invitation by email.

Join with a video conferencing device:

https://bit.ly/IninGroupAGM2023

Med vennlig hilsen/Yours sincerely

Styret i / the Board of Directors of

ININ GROUP AS

____

Leif Salomonsen
Styrets leder / Chair

VEDLEGG/APPENDIX 1: PÅMELDINGSSKJEMA / NOTICE OF ATTENDANCE

Shareholder: **Ref.no:** **PIN:**

NOTICE OF ATTENDANCE

The undersigned will attend the annual general meeting of Inin Group AS on 12 June 2023 at 10:00 CEST and vote for:

___________________ own shares

___________________ other shares in accordance with enclosed Power of Attorney

A total of ___________________ shares

This notice of attendance must be received no later than **9 June 2023 at 15:00 CEST**.

Attendance is registered by completing and returning this notice of attendance by mail to Nordea Bank Abp, filial i Norge, Issuer Services, Postboks 1166 Sentrum, 0107 Oslo, Norway or e-mail to issuerservices.no@nordea.com. The notice may also be submitted through VPS Investortjenester.

If the above-mentioned shareholder is an enterprise, it will be represented by:

____

Name of enterprise's representative

(To grant a proxy, use the form below)

____________	____________	____
Place	**Date**	**Shareholder's signature** *(only if attending personally. To grant a proxy, use the form below)*

Shareholder's e-mail address: ___________________________________

(required if the shareholder wants to participate by video conference)

VEDLEGG / APPENDIX 2: FULLMAKTSSKJEMA / PROXY FORM

Shareholder: **Ref.no:** **PIN:**

PROXY WITHOUT VOTING INSTRUCTIONS:
This form is to be used for a proxy without voting instructions. To grant a proxy with voting instructions, see next page.

If you are unable to attend the annual general meeting in person, you may grant a proxy to another individual. If such proxy holder is not named, the proxy will be deemed given to the chairman of the Board or a person authorised by the chairman. If the proxy form *with* voting instructions is not completed, this will be deemed as an instruction to vote "in favour" of the Board's proposals in the notice to the general meeting and the Board's recommendations in relation to any proposal received. If proposals are put forward, in addition to or replacing any of the Board's proposals in the notice to the general meeting, the proxy holder determines the voting.

The proxy form must be received no later than **9 June 2023 at 15:00 CEST** by mail to Nordea Bank Abp, filial i Norge, Issuer Services, Postboks 1166 Sentrum, 0107 Oslo, Norway or e-mail to issuerservices.no@nordea.com.

The undersigned ____

hereby grants (tick one of the two):

☐ the chairman of the Board (or a person authorised by the chairman); or

☐ ____
Name of proxy holder (in capital letters)

a proxy to attend and vote for __________________ of my/our shares at the annual general meeting of Inin Group AS on 12 June 2023.

____________	____________	________________________________
Place	**Date**	**Shareholder's signature** *(only if granting a proxy)*

With regards to rights of attendance and voting, please refer to the Norwegian Private Limited Liability Companies Act, in particular Chapter 5. When granting a proxy, a written and dated proxy from the shareholding's beneficial owner has to be presented. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.

PROXY WITH VOTING INSTRUCTIONS

Shareholder: **Ref.no:** **PIN:**

This form is to be used for a proxy with voting instructions. If you are unable to attend the annual general meeting in person, you may use this proxy form to give proxy and voting instructions to another individual. If such proxy holder is not named, the proxy will be deemed given to the chairman of the Board or a person authorised by the chairman.

The proxy form must be received no later than **9 June 2023 at 15:00 CEST** by mail to Nordea Bank Abp, filial i Norge, Issuer Services, Postboks 1166 Sentrum, 0107 Oslo, Norway or e-mail to issuerservices.no@nordea.com.

The undersigned ____

hereby grants (tick one of the two):

☐ the chairman of the Board (or a person authorised by the chairman); or

☐ ____
Name of proxy holder (in capital letters)

a proxy to attend and vote for ________________ of my/our shares at the annual general meeting of Inin Group AS on 12 June 2023.

The votes shall be exercised in accordance with the instructions below. Please note that if any items below are not ticked off, this will be deemed as an instruction to vote "in favour" of the Board's proposals in the notice to the general meeting and the Board's recommendations in relation to any proposal received. If any motions are made from the floor in addition to or in replacement of the proposals in the notice, the proxy holder may vote or abstain from voting at his discretion. In such case, the proxy holder will vote on the basis of his reasonable understanding of the motion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

Agenda annual general meeting 12 June 2023		In favour	Against	Abstention
Item 2:	Election of chairman of the meeting and person to co-sign the minutes	☐	☐	☐
Item 3:	Approval of the notice and the proposed agenda	☐	☐	☐
Item 4:	Approval of the annual accounts and annual report for 2022	☐	☐	☐
Item 5:	Remuneration to the auditor for 2022	☐	☐	☐
Item 6:	Election of members of the Board:			
Item 6.1	Leif Christian Salomonsen, chairman (re-election)	☐	☐	☐
Item 6.2	Kristian Lundkvist, board member (re-election)	☐	☐	☐
Item 6.3	Thomas Fjell, board member (re-election)	☐	☐	☐
Item 7:	Remuneration to the members of the Board for 2023	☐	☐	☐
Item 8:	Authorisation to the Board to increase the share capital of the Company	☐	☐	☐
Item 9:	Authorisation to the Board to acquire the Company's own shares	☐	☐	☐
Item 10:	Issuance of warrants	☐	☐	☐
Item 11:	Amendment to the Company’s articles of association	☐	☐	☐

Place **Date** **Shareholder's signature**
(only if granting a proxy with voting instructions)

With regards to rights of attendance and voting, please refer to the Norwegian Private Limited Liability Companies Act, in particular Chapter 5. When granting a proxy, a written and dated proxy from the shareholding’s beneficial owner has to be presented. If the shareholder is a company, the company’s certificate of registration must be attached to the proxy.